

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
West Marine Products, Inc.		10/14/2004	CORPORATION: CALIFORNIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Wells Fargo Bank, National Association, as Administrative Agent
<b>Street Address:</b>	65 West Alisal Street
<b>Internal Address:</b>	Second Floor
<b>City:</b>	Salinas
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	93901
<b>Entity Type:</b>	National Banking Association: UNITED STATES

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2477499	PROWEST

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(916)329-4900
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	213-612-2020
<b>Email:</b>	lpartmann@orrick.com
<b>Correspondent Name:</b>	Ramon Galvan
<b>Address Line 1:</b>	777 South Figueroa Street, Suite 3200
<b>Address Line 2:</b>	Orrick, Herrington & Sutcliffe LLP
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90017-5855

<b>ATTORNEY DOCKET NUMBER:</b>	1696-326/1640
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<b>NAME OF SUBMITTER:</b>	Linda L. Partmann
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**Total Attachments: 6**  
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## GRANT OF SECURITY INTEREST

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of October 14, 2004, is executed by **WEST MARINE PRODUCTS, INC.**, a California corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of October 14, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among WEST MARINE PRODUCTS, INC., the Lenders and Wells Fargo Bank, National Association, as Administrative Agent, Issuing Lender and Swing Line Lender, the Lenders have agreed to extend loans and other financial accommodations to WEST MARINE PRODUCTS, INC. upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used, and is using the trademarks more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of October 14, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are

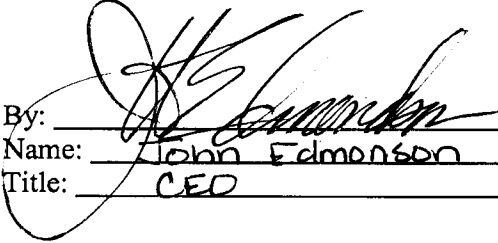
more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Bank, National Association  
65 West Alisal Street, 2<sup>nd</sup> Floor  
Salinas, California 93901  
Attention: Patrick Bishop  
Tel. No. (831) 754-5078  
Fax No. (831) 757-7345

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

**WEST MARINE PRODUCTS, INC.**

By:   
Name: John Edmondson  
Title: CEO

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

STATE OF CALIFORNIA )  
 COUNTY OF Santa Cruz ) ss.

On October 14, before me, Lorna Sells, Notary Public,  
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared John Edmondson,  
Name of Signer(s)

personally known to me – OR –  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Lorna J. Sells  
Signature of Notary Public

**OPTIONAL**

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

**CAPACITY(IES) CLAIMED BY SIGNER(S)**

- Individual
- Corporate Officer

CEO

Title(s)

- Partner(s)  Limited  General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: \_\_\_\_\_

**DESCRIPTION OF ATTACHED DOCUMENT**

Grant of Security Interest

Title or Type of Document

3  
Number of Pages

\_\_\_\_\_  
Date of Document

Signer is Representing:  
Name of Person(s) or Entity(ies)

West Marine Products, Inc.

N/A  
Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARK REGISTRATIONS

<b>Mark</b>	<b>Registration Date</b>	<b>Registration No.</b>
PROWEST (STYLIZED)	8/14/01	2477499

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST  
TRADEMARK APPLICATIONS

<b>Mark</b>	<b>Application Date</b>	<b>Application No.</b>
None	None	None